

AON CORP  
Form 4  
August 17, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RYAN PATRICK G

(Last) (First) (Middle)

C/O AON CORPORATE LAW  
DEPARTMENT, 8TH FLOOR, 200  
EAST RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AON CORP [AOC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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price for this option should be adjusted to \$31.9375 per share to reflect the fair market value of the issuer's common stock on the accounting measurement date. As a result, the reporting person and the issuer agreed to amend the option to provide that the option will have an exercise price of \$31.9375 per share.

- (2) All other terms and conditions of the option award remain the same, including the vesting schedule described above. The amendment is reported in this Form 4 as a cancellation of the original option and the grant of a replacement option. For additional information, please see the issuer's Current Report on Form 8-K, filed with the Commission on August 15, 2007.

- (3) In a Form 5 filed in February 2003, the reporting person reported that, on April 22, 2002, he was granted an employee stock option covering 250,000 shares of common stock, having an exercise price of \$36.875 per share and vesting in three annual installments beginning on April 22, 2004. Following a review of the issuer's stock option award practices, it was determined that the exercise price for this option should be adjusted to \$39.250 per share to reflect the fair market value of the issuer's common stock on the accounting measurement date. As a result, the reporting person and the issuer agreed to amend the option to provide that the option will have an exercise price of \$39.250 per share.

- (4) All other terms and conditions of the option award remain the same, including the vesting schedule described above. The amendment is reported in this Form 4 as a cancellation of the original option and the grant of a replacement option. For additional information, please see the issuer's Current Report on Form 8-K, filed with the Commission on August 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.